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REDACTED – FOR PUBLIC INSPECTION

January 25, 2017

VIA ECFS

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, SW
Washington, DC 20554

Re: Application of AT&T Mobility Spectrum LLC and XIT Telecommunication & Technology, Ltd. For Consent To Assign License (WT Docket No. 16-387)

Dear Ms. Dortch:

XIT Telecommunication & Technology, Ltd. (“XTT”) hereby responds (the “Response”) to the Wireless Telecommunications Bureau (“WTB”) General Information Request dated January 11, 2017 (“Request”).¹ The Request seeks information to assist the Federal Communications Commission (“FCC” or “Commission”) to complete its review of the application in the above-referenced proceeding.

The Request calls for XTT to submit certain information that is sensitive from a commercial, competitive, and financial perspective, and that XTT would not reveal in the ordinary course of business to the public or its competitors. XTT is submitting information on a Highly Confidential basis pursuant to the Protective Order issued in this proceeding on January

¹ Letter from Jon Wilkins, Chief, Wireless Telecommunications Bureau, to Darrell Dennis, XIT Telecommunication & Technology, Ltd., WT Docket No. 16-387 (Jan. 11, 2017) and accompanying General Information Request.

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11, 2017. The inadvertent inclusion of any material that is subject to an assertion of the attorney-client, attorney work-product, or other applicable privilege is not intended as a waiver of such privilege. XTT requests that any privileged material inadvertently produced be returned to XTT as soon as such inadvertent production is discovered by any party, and reserves all rights to seek the return of any such material.

In the public version of the Response, XTT has redacted Highly Confidential Information and marked the redactions with “[BEGIN XTT HIGHLY CONFIDENTIAL INFORMATION] . . . [END XTT HIGHLY CONFIDENTIAL INFORMATION]”. The redacted Response is marked “REDACTED – FOR PUBLIC INSPECTION” and is being filed electronically in the Commission’s Electronic Comment Filing System (“ECFS”). The Highly Confidential, unredacted Response is marked “HIGHLY CONFIDENTIAL INFORMATION – SUBJECT TO PROTECTIVE ORDERS IN WT DOCKET NO. 16-387 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION” and is being delivered to the Secretary. Additional copies of the unredacted Response are being delivered as instructed in the Request.

RESPONSE

Request:

1. Explain in detail the decision made by XIT [XTT] to assign to AT&T the Lower 700 MHz C Block spectrum that is the subject of this application, including any attempts made to enter into a sale of this spectrum or alternative arrangements with parties other than AT&T.

Response:

XTT is competitive local exchange carrier that is 99.99% owned by XIT Rural Telephone Cooperative, Inc. (“XIT Cooperative”), which is a telephone cooperative that is wholly owned by its customers, none of which holds an ownership interest in XIT Cooperative that equals or exceeds 10%. XTT provides voice, broadband, and video services in the Texas panhandle. In January 2016, XIT Cooperative engaged an investment banker/broker (“Broker”) to act as its exclusive financial advisor in the sale of the Lower 700 MHz C Block spectrum that is the subject of this application.

After the Broker was engaged to market the spectrum, Broker targeted entities that might have an interest in acquiring the license covering the small geographic area of Texas 2 RSA. As part of the marketing effort, Broker contacted entities operating in or near the region covered by the license and that would reasonably be expected to have potential interest in the spectrum, [BEGIN XTT HIGHLY CONFIDENTIAL INFORMATION]

[END XTT HIGHLY
CONFIDENTIAL INFORMATION] Negotiations between XTT and [BEGIN XTT

HIGHLY CONFIDENTIAL INFORMATION]

[END XTT HIGHLY CONFIDENTIAL

INFORMATION] the decision was made to sell the Lower 700 MHz C Block spectrum that is the subject of this application to AT&T, consistent with the application.

The decision to sell the Lower 700 MHz C Block spectrum to AT&T was based **[BEGIN XTT HIGHLY CONFIDENTIAL INFORMATION]**

[END XTT HIGHLY CONFIDENTIAL

INFORMATION]

On July 19, 2016, XTT and AT&T executed a final license purchase agreement.

Please direct any questions regarding this Response to the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'D. L. Herman, Jr.', with a long, sweeping horizontal flourish extending to the right.

Donald L. Herman, Jr.
*Counsel for XIT Telecommunication &
Technology, Ltd.*